

EXHIBIT D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (PJW)
) Jointly Administered
Debtors.)
) Objection Date: July 12, 2005, at 4:00 p.m.
) Hearing Date: Scheduled If Necessary (Negative Notice)

**FOURTH MONTHLY APPLICATION OF
DELOITTE TAX LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES TO THE DEBTORS
FOR THE PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004**

Name of Applicant: Deloitte Tax LLP ("Deloitte Tax").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: December 20, 2004.

Period for which Compensation and Reimbursement is Sought: December 1, 2004 through December 31, 2004.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$21,567.00

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Less 20% Holdback for Hourly Rate Services: (\$4,313.40)

Amount of Payment Sought Hereunder: \$17,253.60

This is a: xx monthly interim final application.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹)
Debtors.) Case No. 01-1139 (JKF)
Jointly Administered
) Objection Date: July 12, 2005, at 4:00 p.m.
) Hearing Date: Scheduled if Necessary (Negative Notice)

**FOURTH MONTHLY APPLICATION OF
DELOITTE TAX LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES TO THE DEBTORS
FOR THE PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004**

This fourth monthly application (this "Application") of Deloitte Tax LLP ("Deloitte Tax") is for compensation for services rendered in connection with Deloitte Tax's provision of tax services and custom procedures review services² to the Debtors during the period from December 1, 2004 through December 31, 2004. Attached hereto as Exhibit A is the Verification of Tim Tuerff of Deloitte Tax.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Customs procedures review services, along with tax services, are rendered to the Debtors by personnel of Deloitte Tax.
91100-001\DOCS_DE:79005.1

BACKGROUND

The Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a), 2016 and 5002 Authorizing the Employment and Retention of Deloitte Tax LLP as Tax Service Providers to the Debtors Nunc Pro Tunc to August 22, 2004 was entered by this Court on December 21, 2004. Prior to August 22, 2004, tax advisory services, along with customs procedures review services, for which compensation and expense reimbursement is sought hereunder were provided to the Debtors by Deloitte & Touche LLP ("Deloitte & Touche"). As of August 22, 2004, Deloitte & Touche is no longer providing tax services or compensation procedures review services to the Debtors.

FEE AND EXPENSE REIMBURSEMENT DETAIL

Below are the following tables setting forth the fees and expenses sought by Deloitte Tax in this Application: (a) a table containing a summary of fees sought by professional, reflecting the professionals' name, position, hourly billing rate, total hours billed and total fees sought for the provision of tax advisory services and customs procedures review services, and (b) tables containing a summary of fees sought for the provision of tax advisory services and customs procedures review services broken into project categories.

In addition to the foregoing tables, attached hereto is Exhibit B, pertaining to the provision of tax advisory services and customs procedures review services, consisting of (a) a chart summarizing the fees sought by Deloitte Tax by project category, and (b) schedules reflecting the daily summary of fees sought setting forth the date the services were provided, the

² Customs procedures review services, along with tax services, are rendered to the Debtors by personnel of Deloitte Tax.
91100-001\DOCS_DE:79005.1

professionals providing services, a description of the services, the hours expended providing the services, the professionals' hourly billing rates, and the total fees sought.

Summary of Fees Sought by Professional

| Name of Professional Individual | Position and Service Line | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|---------------------------------|--|---------------------|--------------------|--------------------|
| Michele McGuire | Principal – Customs & International Trade Services | \$660 | 4.0 | \$2,640 |
| Matthew Frank | Manager – Customs & International Trade Services | \$440 | 27.0 | \$12,540 |
| Fred Levitan | Senior Consultant – Customs & International Trade Services | \$310 | 2.2 | \$682 |
| Bryan Collins | Partner – National Tax | \$600 | 5.5 | \$3,300 |
| John Keenan | Director – National Tax | \$600 | 0.5 | \$300 |
| Jonathan Forrest | Senior Manager – National Tax | \$515 | 4.0 | \$2,060 |
| Kelly James | Administrative – National Tax | \$75 | 0.1 | \$8 |
| Donna Anastasi | Administrative – National Tax | \$75 | 0.5 | \$38 |

Total Fees: \$21,567
Total Hours: 43.8
Blended Rate: \$492.40

Tax Services by Project Category

| Project Category | Total Hours | Total Fees Requested |
|----------------------------------|-------------|----------------------|
| Ruling Request | 10.6 | \$5,705 |
| Customs Audit/Focused Assessment | 31.0 | \$15,180 |
| TOTAL | 92.2 | \$20,885 |

Monthly Statement and Fee Application Preparation

| Project Category | Total Hours | Total Fees Requested |
|-------------------------|-------------|----------------------|
| Fee Application/Billing | 2.2 | \$682 |
| TOTAL | 2.2 | \$682 |

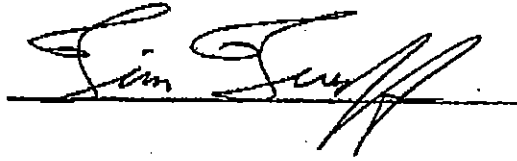
JUN-13-2005 15:29

D&T USA LLP NO LEGAL

P.05/06

Dated: June 10, 2005

DELOITTE TAX LLP

A handwritten signature in black ink, appearing to read "Tim Tuerff", is written over a horizontal line.

Tim Tuerff, Partner
555 West 12 Street
Suite 500
Washington, DC 20004-1207
Telephone: (202) 378-5223
Facsimile: (202) 661-1934

Tax service providers for Debtors and Debtors in
Possession

JUN-13-2005 15:29

D&T USA LLP NO LEGAL

P.06/06

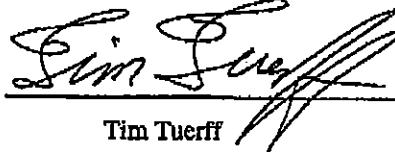
EXHIBIT A

VERIFICATION

WASHINGTON :
DISTRICT OF COLUMBIA :

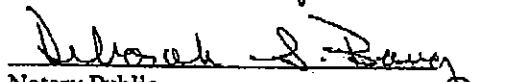
Tim Tuerff, after being duly sworn according to law, deposes and says:

- a) I am a partner with the applicant firm of Deloitte Tax LLP.
- b) I have personal knowledge of Deloitte Tax LLP's retention as tax service providers to the Debtors in these Chapter 11 cases.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the 'Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members', signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.



Tim Tuerff
Partner

SWORN AND SUBSCRIBED
before me this 10th day of June, 2005.



Notary Public
My Commission Expires: 3/14/2010

91100-001\DOCS_DE:79005.1

EXHIBIT B

W.R. Grace

Hours Spent by Each Person

December 1, 2004 through December 31, 2004 (Deloitte Tax LLP)

| Employee | Hours | Billing Rate | Professional | |
|--|-------------|--------------|---------------------|-------------|
| | | | Fees | Expenses |
| Matt Frank | 27.0 | \$440 | \$ 12,540.00 | \$ - |
| Michele McGuire | 4.0 | \$660 | \$ 2,640.00 | \$ - |
| Total Customs & International Trade Services Fees | 31.0 | | \$ 15,180.00 | \$ - |
| Bryan Collins | 5.5 | \$600 | \$ 3,300.00 | \$ - |
| John Keenan | 0.5 | \$600 | \$ 300.00 | \$ - |
| Jonathan Forrest | 4.0 | \$515 | \$ 2,060.00 | \$ - |
| Kelley James | 0.1 | \$75 | \$ 7.50 | \$ - |
| Donna Anastasi | 0.5 | \$75 | \$ 37.50 | \$ - |
| Total National Tax Services Fees | 10.6 | | \$ 5,705.00 | \$ - |
| Fred Levitan | 2.2 | \$310 | \$ 682.00 | \$ - |
| Total Monthly Statement & Fee Application Fees | 2.2 | | \$ 682.00 | \$ - |
| Total Deloitte Tax LLP Fees for December | 43.8 | | \$ 21,567.00 | \$ - |
| Blended Rate | | | \$ 492.40 | |

| Date | Person | Project Category | Description | Hours | Billing Rate | Fees | Expenses |
|----------|---------------------|--------------------|---|-------|--------------|-------------|----------|
| 12/02/04 | FRANK, MATT | Focused Assessment | Review and analysis of final transaction universe from FA team | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/02/04 | LEVITAN, FRED | Focused Assessment | Billing: Started compiling info for November | 0.5 | 310 | \$ 155.00 | \$ - |
| 12/03/04 | FORREST, JONATHAN I | Ruling Request | Teleconference with client re: withdrawal of Ruling Request | 1.0 | 515 | \$ 515.00 | \$ - |
| 12/03/04 | FRANK, MATT | Focused Assessment | Review of follow-up comments to broker/vendor instruction | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/03/04 | FRANK, MATT | Focused Assessment | Review/Analysis of transaction sample universe | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/03/04 | FRANK, MATT | Focused Assessment | Telephone calls with Grace team | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/03/04 | LEVITAN, FRED | Focused Assessment | Finished draft of November bill | 0.5 | 310 | \$ 155.00 | \$ - |
| 12/06/04 | FRANK, MATT | Focused Assessment | Review of vendor/broker instructions | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/06/04 | FRANK, MATT | Focused Assessment | Review of manual and related comments | 1.0 | 440 | \$ 440.00 | \$ - |
| 12/07/04 | FRANK, MATT | Focused Assessment | Weekly conference Call with Grace to review action items | 1.0 | 440 | \$ 440.00 | \$ - |
| 12/07/04 | FRANK, MATT | Focused Assessment | Review/edit of compliance manual | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/07/04 | FRANK, MATT | Focused Assessment | Review/edit of vendor/broker instructions | 0.5 | 440 | \$ 220.00 | \$ - |
| 12/07/04 | FRANK, MATT | Focused Assessment | Finalization of October and November billing | 1.0 | 440 | \$ 440.00 | \$ - |
| 12/08/04 | COLLINS, BRYAN P. | Ruling Request | Reviewing issues re: withdrawal of Ruling Request | 2.0 | 600 | \$ 1,200.00 | \$ - |
| 12/08/04 | FORREST, JONATHAN I | Ruling Request | Review issues re: withdrawal of Ruling Request; discussed IRS exam issues with J Keenan | 2.0 | 515 | \$ 1,030.00 | \$ - |
| 12/08/04 | FRANK, MATT | Focused Assessment | Conference call with Grace Re transfer pricing | 1.0 | 660 | \$ 660.00 | \$ - |
| 12/08/04 | FRANK, MATT | Focused Assessment | Preparation and review of documents | 2.0 | 660 | \$ 1,320.00 | \$ - |
| 12/08/04 | FRANK, MATT | Focused Assessment | Conference call with Grace team re transfer pricing issues | 1.0 | 440 | \$ 440.00 | \$ - |
| 12/08/04 | FRANK, MATT | Focused Assessment | Review/edit of customs compliance manual | 2.5 | 440 | \$ 1,100.00 | \$ - |
| 12/08/04 | KEENAN, JOHN R | Ruling Request | Call from Jonathan Forrest to discuss what happens procedurally at the end of an IRS examination of a Form 1129 | 0.5 | 600 | \$ 300.00 | \$ - |
| 12/08/04 | MCGUIRE, MICHELE | Focused Assessment | conf call re transfer pricing, prep, review of docs | 3.0 | 660 | \$ 1,980.00 | \$ - |

| | | | | | | | | | |
|----------|-----------------------|--------------------|--|-------------|-----|----|--------------------|-----------|----------|
| 12/09/04 | COLLINS, BRYAN P. | Ruling Request | Reviewing Issues re: withdrawal of Ruling Request | 1.0 | 600 | \$ | 600.00 | \$ | - |
| 12/09/04 | FRANK, MATT | Focused Assessment | Conference call with Grace team and Customs personnel re FA | 1.0 | 440 | \$ | 440.00 | \$ | - |
| 12/09/04 | FRANK, MATT | Focused Assessment | Finalization of Grace compliance manual | 1.0 | 440 | \$ | 440.00 | \$ | - |
| 12/09/04 | FRANK, MATT | Focused Assessment | Draft of memo concerning Grace Canada's transfer pricing data | 2.5 | 440 | \$ | 1,100.00 | \$ | - |
| 12/09/04 | LEVITAN, FRED | Focused Assessment | Billing | 1.0 | 310 | \$ | 310.00 | \$ | - |
| 12/10/04 | FRANK, MATT | Focused Assessment | Draft of memo concerning transfer pricing and financial data to CBP | 4.0 | 440 | \$ | 1,760.00 | \$ | - |
| 12/12/04 | MCGUIRE, MICHELE | Focused Assessment | reviewed TP memo | 1.0 | 660 | \$ | 660.00 | \$ | - |
| 12/13/04 | COLLINS, BRYAN P. | Ruling Request | Reviewing Issues re: withdrawal of Ruling Request | 0.5 | 600 | \$ | 300.00 | \$ | - |
| 12/13/04 | FRANK, MATT | Focused Assessment | Review/edit of transfer pricing memo to CBP | 1.0 | 440 | \$ | 440.00 | \$ | - |
| 12/14/04 | FRANK, MATT | Focused Assessment | Review/edit of transfer pricing memo to CBP | 1.0 | 440 | \$ | 440.00 | \$ | - |
| 12/14/04 | FRANK, MATT | Focused Assessment | Weekly status call with Grace team | 0.5 | 440 | \$ | 220.00 | \$ | - |
| 12/14/04 | LEVITAN, FRED | Focused Assessment | Finished billing | 0.2 | 310 | \$ | 62.00 | \$ | - |
| 12/15/04 | ANASTASI, DONNA MARIE | Ruling Request | | 0.5 | 75 | \$ | 37.50 | \$ | - |
| 12/15/04 | COLLINS, BRYAN P. | Ruling Request | Reviewing draft of withdrawal letter | 1.0 | 600 | \$ | 600.00 | \$ | - |
| 12/15/04 | FORREST, JONATHAN I | Ruling Request | Drafted withdrawal letter | 1.0 | 515 | \$ | 515.00 | \$ | - |
| 12/15/04 | FRANK, MATT | Focused Assessment | Finalization of memo to CBP re transfer pricing and the supporting financial data | 1.0 | 440 | \$ | 440.00 | \$ | - |
| 12/15/04 | FRANK, MATT | Focused Assessment | Telephone Call with CBP re supporting financial data calculations | 0.5 | 440 | \$ | 220.00 | \$ | - |
| 12/15/04 | JAMES, KELLEY M | Ruling Request | | 0.1 | 75 | \$ | 7.50 | \$ | - |
| 12/16/04 | FRANK, MATT | Focused Assessment | Review/edit of memo and comments re transfer pricing and supporting financial data | 1.0 | 440 | \$ | 440.00 | \$ | - |
| 12/17/04 | FRANK, MATT | Focused Assessment | Review of issues from CF29 response and PEAs | 0.5 | 440 | \$ | 220.00 | \$ | - |
| 12/29/04 | COLLINS, BRYAN P. | Ruling Request | Protest letter draft | 1.0 | 600 | \$ | 600.00 | \$ | - |
| TOTALS: | | | | <u>43.8</u> | | | <u>\$21,587.00</u> | <u>\$</u> | <u>-</u> |